FORM 51-102F3
Material Change Report

1. Name and Address of Company

Fairchild Gold Corp. (the "**Company**")
1010 - 789 W. Pender Street Vancouver, British Columbia V6C 1H2

2. Date of Material Change

January 26, 2023

3. News Release

The news release was disseminated through the NewsWire and subsequently filed on SEDAR on January 6, January 23, and January 26, 2023.

4 Summary of Material Change

The Company has closed all tranches of its private placement for total gross proceeds of $749,990.10 by way of issuance of 12,499,835 units (the "**Private Placement**").

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed all three tranches of its private placement for total gross proceeds of $749,990.10 by way of issuance of 12,499,835 units ("**Units**"). Each Unit consisted of one Common share in the capital of the Company (a "**Share**") and one whole transferable Common share purchase warrant (a "**Warrant**"). Each whole Warrant is exercisable to acquire one Share at an exercise price of CDN$0.10 per Share until the date that is 36 months from the date of issuance, subject to the following acceleration right. If, at any time after the date that is 4 months and one day after the date of issuance of the Warrant, the average volume weighted trading price of the Company's Common shares on the TSX Venture Exchange (or such other stock exchange on which the Common shares may be traded from time to time) is at or above CDN$0.50 per share for a period of 5 consecutive trading days (the "**Triggering Event**"), in which event the Company may, within 10 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 30 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

The first tranche closed on January 6, 2023, the second tranche closed on January 23, 2023 and the final tranche closed on January 26, 2023.

The Company has paid aggregate finder's fees of CDN$17,583.30 and 223,055 Share warrants (the "**Finder's Warrants**") in connection with subscriptions from subscribers introduced to the Private Placement.

Each Finder's Warrant is exercisable to acquire one Share in the capital of the Company at an exercise price of CDN$0.15 per Share until the date which is 24 months from the date of issuance.

The securities issued under the Private Placement, and any Shares that may be issuable on exercise of any such securities, will be subject to a statutory hold period expiring four months and one day from the date of issuance of such securities. 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.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Contact: Robert Rosner; Director and Chief Financial Officer; Telephone: (866) 497-0284; Email: rrosner@fairchildgold.com

9. Date of Report

February 2, 2023