

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

FAIRMONT RESOURCES INC.

610 - 1100 Melville Street
Vancouver, BC V6E 4A6

Item 2. Date of Material Change

October 24, 2011

Item 3. News Release

The news release was issued on October 24, 2011 and was disseminated by stockwatch.

Item 4. Summary of Material Change

On October 24, 2011, Fairmont Resources Inc. (the "Company") granted 200,000 stock options to John Bevilacqua, Chief Executive Officer, President and a director of Fairmont. The options were granted for a period of 5 years, expiring on October 24, 2016, and each stock option will allow the holder to purchase a common share of Fairmont at an exercise price of \$0.115. All of the stock options vest immediately.

Item 5. Full Description of Material Change

See "Item 4 – Summary of Material Change".

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

John Bevilacqua
President & Chief Executive Officer
(604) 648-0518

Item 9. Date of Report

October 25, 2011