

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 26, 2011

Item 3. News Release

The news release was issued on October 26, 2011 and was disseminated by stockwatch.

Item 4. Summary of Material Change

On October 26, 2011, Fairmont Resources Inc. (the "Company") appointed Michael Thompson as a director of the Company.

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 26, 2011