

**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**

February 7, 2012

**Item 3. News Release**

The news release was issued on February 8, 2012 and was disseminated by market wire.

**Item 4. Summary of Material Change**

On February 7, 2012, Fairmont Resources Inc.'s (the "Company") board of directors approved a proposed private placement offering of up to 3,700,000 units at a price of \$0.15 per unit for gross proceeds of \$555,000.

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

On February 7, 2012, the Company's board of directors approved a proposed private placement offering of up to 3,700,000 units at a price of \$0.15 per unit for gross proceeds of \$555,000 (the "Offering"). Each unit under the proposed Offering will be comprised of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.20 per share for a period of two years following closing.

Subject to TSX Venture Exchange approval, the Company may pay finders a fee consisting of cash and warrants from the proceeds of the proposed Offering.

Proceeds of the Offering will be used for the exploration of the Company's mineral properties as well as for general working capital and corporate purposes.

Closing of the proposed Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including approval of the TSX Venture Exchange.

**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**

February 8, 2012