

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 9, 2012

**Item 3. News Release**

The news release was issued on February 10, 2012 and was disseminated by market wire.

**Item 4. Summary of Material Change**

Change in Executive Officer

On February 9, 2012, Fairmont Resources Inc.'s (the "Company") board of directors accepted the resignation of John Bevilacqua as Chief Executive Officer and President of the Company. To fill the vacancy caused by this resignation, the Company's board of directors appointed Neil Pettigrew as Chief Executive Officer, President and a director of the Company. Mr. Bevilacqua will continue to serve as a director of the Company.

Grant of Stock Options

Also on February 9, 2012, the Company granted 1,050,000 stock options to officers, directors, consultants and employees of the Company. The options were granted for a period of 5 years, expiring on February 9, 2017, and each stock option will allow the holder to purchase a common share of the Company at an exercise price of \$0.15.

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

See "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**

**Greg Ball**  
Chief Financial Officer  
(604) 648-0516

**Item 9. Date of Report**

February 10, 2012