

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

FAIRMONT RESOURCES INC.
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

September 5, 2014

Item 3. News Release

The news release was issued on September 8, 2014 and was disseminated by market wire.

Item 4. Summary of Material Change

On September 5, 2014, Fairmont Resources Inc. (the "Company") issued 3,000,000 units at a price of \$0.15 per unit for gross proceeds of approximately \$450,000.

Item 5. Full Description of Material Change

On September 5, 2014, the Company completed its previously announced private placement offering by issuing a total of 3,000,000 units (the "Units") at \$0.15 per Unit for gross proceeds of \$450,000 in (the "Private Placement"). This represents an increase in the amount originally announced by the Company in its news release dated August 22, 2014 and corroborates the increase in the amount announced by the Company in its news release dates September 4, 2014.

Each Unit consists of one common share (a "Share") and one half Share purchase warrant (a "Warrant"). Each Full Warrant will entitle the holder to purchase one Share for a period of 12 months at an exercise price of \$0.25 per Share (the "Warrant Term").

The Company may accelerate the Warrant Term for the outstanding but unexercised Warrants such that the Warrant Term shall expire at 5:00PM Pacific Time on the day that is 30 calendar days after the date that the Company first issues the Acceleration Notice. In order for the Company to exercise the acceleration rights, (i) the average closing price must have been equal to or greater than \$0.35 (subject to adjustment for forward or reverse stock splits, recapitalizations, stock dividends or other changes to the Company's corporate or capital structure) for 10 consecutive Trading Days (the "10 Day Period") prior to the date that the Company exercises the acceleration rights; and (ii) the Company must issue a news release announcing its intention to exercise the acceleration rights (the "Acceleration Notice") within 5 business days after the end of the particular 10 Day Period relied upon by the Company in (i).

Finder's Fees totaling 141,000 shares and \$600 were paid to 4 individuals and/or brokers in connection with the financing.

The securities issued under the Private Placement will be subject to a hold period expiring on January 6, 2015 pursuant to applicable Canadian securities laws and the rules of the TSX Venture Exchange.

Proceeds of the private placement financing will be used for exploration work on the Company's mineral properties and general working capital purposes.

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

Michael Dehn
Chief Executive Officer
(647) 477-2382

Item 9. Date of Report

September 10, 2014