

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

FAIRMONT RESOURCES INC.
820 – 1130 West Pender Street
Vancouver, BC V6E 4A4

Item 2 Date of Material Change

July 4, 2017 and July 28, 2017.

Item 3 News Release

The news releases were issued on July 4, 2017 and August 3, 2017 and were disseminated via Newsfile.

Item 4 Summary of Material Change

On July 4, 2017, the First Instance Court No. 5, Badajoz, Spain ordered Fairmont Resources Inc. (the "**Company**") to pay Innovacion, Soluciones Y Servicios Para La Comercialiacion S.L. ("**Eureka Trading**") EUR 575,000 in connection with Eureka Trading's claim that the Company owes them a success fee for the unsuccessful acquisition of certain assets in Spain belonging to Granitos de Badajoz, S.A. ("**Grabasa**"), which is currently in liquidation (the "**Spanish Order**"). The Company had until July 28, 2017 to appeal the Spanish Order. Further, the Badajoz City Court also placed precautionary measures on the Company's deposit of EUR 150,000 placed with the Spanish Mercantile Court No. 1. This EUR 150,000 deposit formed part of the Company's original bid for Grabasa.

On July 28, 2017, the Company made the decision not to appeal the Spanish Order. The Company determined that launching a proper appeal in Spain, which could continue for years, would cost hundreds of thousands of dollars, and that the Company's resources were best directed elsewhere. The Company was also forced to forfeit the EUR 150,000 deposit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On February 23, 2016, the Company signed a letter of intent, conditional on securing financing, with the courts in Spain to purchase the assets of Grabasa. Grabasa is a manufacturer of polished granite slabs, which are used for flooring, building cladding, countertops and other purposes. The assets of Grabasa included 23 premium quality dimension stone licenses, and a 42,000 square metre processing facility for cutting and polishing with an annual production capacity in excess of 250,000 square metres (the "**Grabasa Assets**"). The Company was unable to secure the necessary financing for the acquisition and the option to purchase the Grabasa Assets expired on May 26, 2017. When the Company failed to secure financing and the ability to acquire was terminated, the Company was required to forfeit that deposit. In addition to the deposit being forfeited, the Company owed a €575,000 success fee to Eureka Trading for services rendered in connection with the Company's bid for the Grabasa Assets.

On July 4, 2017, the First Instance Court No. 5, Badajoz, Spain ordered the Company to pay Innovacion, Eureka Trading EUR 575,000 in connection with Eureka Trading's claim that the Company owes them a success fee for the unsuccessful acquisition of certain assets in Spain belonging to Grabasa, which is currently in liquidation (the "**Spanish Order**"). The Company had until July 28, 2017 to appeal the Spanish Order. Further, the Badajoz City Court also placed precautionary measures on the Company's deposit of EUR 150,000 placed with the Spanish Mercantile Court No. 1. This EUR 150,000 deposit formed part of the Company's original bid for the Grabasa Assets.

On July 28, 2017, the Company made the decision not to appeal the Spanish Order. The Company determined that launching a proper appeal in Spain, which could continue for years, would cost hundreds of thousands of dollars, and that the Company's resources were best directed elsewhere.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael Lerner, CEO
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E: mlerner10@gmail.com

Item 9 Date of Report

March 9, 2018.