

FAIRMONT RESOURCES INC.

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

Item 1: Name and Address of Company

Fairmont Resources Inc. (the "**Company**")
Suite 820 - 1130 West Pender Street
Vancouver, BC
V6E 4A4

Item 2: Date of Material Change

August 17, 2018

Item 3: News Release

A news release was issued and disseminated on August 23, 2018 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has announced the closing of its previously announced debt settlement transaction with certain creditors, pursuant to which the Company settled indebtedness of \$165,708 through the issuance of 3,314,166 common shares ("**Common Shares**") at a deemed price of \$0.05 per Common Share, as fully described on the attached Schedule "A".

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Michael Lerner
Chief Executive Officer and Director
E: mlerner@gmail.com
T: (416) 710.4906

Item 9: Date of Report

This report is dated as of the 23rd day of August, 2018.

SCHEDULE "A"



Stock Exchange: TSX Venture Exchange

Symbol: FMR

Fairmont Announces Initiatives to Settle Debt

Vancouver, British Columbia--(Newsfile Corp. – August 23, 2018) - Fairmont Resources Inc. (TSXV: FMR) ("Fairmont" or the "Company") is pleased to announce that it has closed its previously announced debt settlement (the **"Debt Settlement"**) with certain creditors (the **"Creditors"**). Pursuant to the Debt Settlement, the Company settled indebtedness of \$165,708 through the issuance of 3,314,166 common shares (**"Debt Shares"**) at a deemed price of \$0.05 per Debt Share. The Debt Shares issued pursuant to the Debt Settlement are subject to a statutory hold period of four months and a day from the date of issuance.

In addition, Fairmont is pleased to report that it has entered into a debt settlement and release agreement with Frederic Bergeron and Magnor Exploration Inc. (Mr. Bergeron and Magnor, the **"Releasing Parties"**; that agreement, the **"Release Agreement"**). Under the terms of the Release Agreement, the Releasing Parties have agreed to settle \$150,000 in debt owed by the Company in exchange for the Company transferring its interest in the Buttercup Property to the Releasing Parties. Closing of the Release Agreement is subject to several conditions, including the delisting of the Company's common shares from the TSX Venture Exchange and the receipt of shareholder approval. It is anticipated that an annual general and special shareholder meeting of the Company to approve, among other matters, all required matters in connection with the Release Agreement will take place on September 21, 2018.

About Fairmont Resources Inc.

Fairmont Resources Inc. is an industrial mineral company trading on the TSX Venture Exchange under the symbol "FMR".

On behalf of the Board of Directors,

Michael Lerner
President, CEO and Director
Fairmont Resources Inc.
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Forward-Looking Statements

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the completion of the Release Agreement. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. Risk factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things: conditions imposed by the TSX Venture Exchange, the Company's shareholders failing to approve the Release Agreement, changes in tax laws, general economic and business conditions; and changes in the regulatory regulation. The Company cautions the reader that the above list of risk factors is not exhaustive. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.