

**FAIRMONT RESOURCES INC.**

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

**Item 1: Name and Address of Company**

Fairmont Resources Inc. (the "**Company**")  
120 Adelaide Street West, Unit 2105  
Toronto, Ontario  
M5H 1T1

**Item 2: Date of Material Change**

October 1, 2018

**Item 3: News Release**

A news release was issued and disseminated on September 28, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

Effective October 1, 2018, the Company will consolidate its common shares on the basis of one (1) new post-consolidation common share for every ten (10) pre-consolidation common shares (the "**Consolidation**"). Effective at the opening of trade on Tuesday, October 2, 2018, common shares of the Company will commence trading on the TSX Venture Exchange (the "**Exchange**") on a consolidated basis.

**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  
E: [mlerner@gmail.com](mailto:mlerner@gmail.com)  
(416) 710-4906

**Item 9: Date of Report**

This report is dated as of the 28<sup>th</sup> day of September, 2018.

**SCHEDULE "A"**

Please see attached.



Stock Exchange: TSX Venture Exchange

Symbol: FMR

## **FAIRMONT ANNOUNCES CONSOLIDATION**

**Vancouver, British Columbia, September 28, 2018 – Fairmont Resources Inc.** (TSXV: FMR) (“**Fairmont**” or the “**Company**”) is pleased to announce that effective October 1, 2018, the Company will consolidate its common shares on the basis of one (1) new post-consolidation common share for every ten (10) pre-consolidation common shares (the “**Consolidation**”). Effective at the opening of trade on Tuesday, October 2, 2018, common shares of the Company will commence trading on the TSX Venture Exchange (the “**Exchange**”) on a consolidated basis.

As a result of the Consolidation, the Company's currently outstanding 40,683,287 common shares will be reduced to approximately 4,068,328 common shares. No fractional shares will be issued. Any fractions of a share will be rounded down to the nearest whole number of common shares. The Company's name and trading symbol will remain unchanged and it will not be completing any other restructuring in connection with the Consolidation. The Consolidation was approved by the shareholders of the Company on September 21, 2018 and by the Exchange on September 28, 2018.

The Company's new CUSIP number is 305554305 and the new ISIN number is CA3055543050.

Registered shareholders will be required to exchange their share certificates representing pre-Consolidation common shares for new share certificates representing post-Consolidation common shares. Registered shareholders will be sent a transmittal letter, as soon as practicable after the effective date of the Consolidation. The letter of transmittal will contain instructions on how certificate(s) representing pre-Consolidation shares may be surrendered to the Company's transfer agent, TSX Trust Company. The transfer agent will forward to each registered shareholder who has provided the required documents a new share certificate representing the number of post-Consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-Consolidation common shares of the Company will be deemed for all purposes to represent the number of whole post-Consolidation common shares to which the holder is entitled as a result of the Consolidation.

### **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.

Tel: 416-710-4906

[mlerner10@gmail.com](mailto:mlerner10@gmail.com)

[www.fairmontresources.ca](http://www.fairmontresources.ca)

**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. 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: 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.

**Cautionary Statement:**

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.