

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

November 2, 2018.

Item 3: News Release

A news release was issued and disseminated on January 29, 2019 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 is pleased to announce that, pursuant to a debt settlement and release agreement (the "**Release Agreement**") with Frederic Bergeron and Magnor Exploration Inc. (collectively, the "**Releasing Parties**") the Company has closed the transactions contemplated by the Release Agreement. As previously disclosed in the Company's press release dated August 23, 2018, the Company has transferred its interest in Buttercup Property to Releasing Parties in satisfaction of \$150,000 in debt owed by the Company to such individuals.

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
(416) 710-4906

Item 9: Date of Report

This report is dated as of the 29th day of January, 2019.

SCHEDULE "A"

Please see attached.



FAIRMONT ANNOUNCES CLOSING OF PROPERTY SALE

Vancouver, British Columbia, January 29, 2019 – Fairmont Resources Inc. (“Fairmont” or the “Company”) is pleased to announce that, pursuant to a debt settlement and release agreement with Frederic Bergeron and Magnor Exploration Inc. (collectively, the “**Releasing Parties**” and that agreement, the “**Release Agreement**”) the Company has closed the Release Agreement. Under the terms of the Release Agreement, the Releasing Parties and as previously disclosed in its initially press release dated August 23, 2018, the Company has transfer its interest in Buttercup Property to Releasing Parties in satisfaction of \$150,000 in debt owed by the Company to such individuals (the “**Property Sale**”). The Property Sale transaction has initially been disclosed on the Company’s press release dated August 23, 2018.

On behalf of the Board of Directors,

Michael Lerner
President, CEO and Director
Fairmont Resources Inc.
Tel: 416-710-4906
mlerner10@gmail.com
www.fairmontresources.ca

***Forward Looking Information:** This News Release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement. Accordingly, readers should not undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*